

EXHIBIT C

Articles of Incorporation and Certificate to Conduct Business

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "IBASIS RETAIL, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2007, AT 5:12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4381514 8100

070770371

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5808023

DATE: 06-30-07

CERTIFICATE OF INCORPORATION

OF

IBASIS RETAIL, INC.

ARTICLE I.

The name of this corporation is iBasis Retail, Inc. (the "Corporation").

ARTICLE II.

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of the registered agent at that address is Corporation Service Company.

ARTICLE III.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV.

The name of the Corporation's incorporator is Anthony Abbenate and the incorporator's mailing address is 701 Pennsylvania Avenue, N.W., Washington, D.C. 20004.

ARTICLE V.

This Corporation is authorized to issue one class of stock to be designated "Common Stock". The total number of shares that the Corporation is authorized to issue is Three Thousand (3,000) shares, par value \$0.001.

ARTICLE VI.

A director of the Corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended.

Any repeal or modification of the foregoing provisions of this Article VI by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE VIII.

Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE IX.

The number of directors which shall constitute the whole Board of Directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation or in an amendment thereof duly adopted by the Board of Directors of the Corporation or by the stockholders of the Corporation.

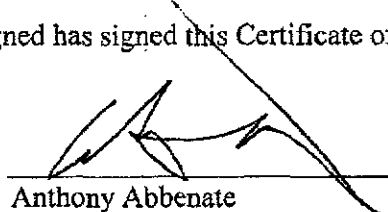
ARTICLE X.

Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the Bylaws of the Corporation.

ARTICLE XI.

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation this 29th day of June, 2007.



Anthony Abbenate
Incorporator



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 15, 2008

6592-180-4

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE IBASIS RETAIL, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

IW:CD

FORM **BCA 13.15** (rev. Dec. 2003)
APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS
Business Corporation Act

FILED

FEB 15 2008

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

File #

Filing Fee \$ 150.00 Franchise Tax \$ 25.00 Penalty/Interest \$ — Total \$ 175.00 Approved: SP
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: iBasis Retail, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation Delaware Date of Incorporation June 29, 2007 Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 20 Second Avenue
Burlington, MA 01803
(b) Address of principal office in Illinois: NONE
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: C T Corporation System

Registered Office: 208 Chicago 60604 South LaSalle Street 50604 First Name Number City Middle Initial Street ZIP Code Last name Suite # County
(A.P.O. Box alone is not acceptable.)

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware, California and Florida

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President Ofer Gneezy	20 Second Avenue	Burlington	MA	01803
Secretary Mark S. Flynn	20 Second Avenue	Burlington	MA	01803
Director Gordon VanderBrug	20 Second Avenue	Burlington	MA	01803
Director Richard Tennant	20 Second Avenue	Burlington	MA	01803
Director Ofer Gneezy	20 Second Avenue	Burlington	MA	01803

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)
Provide retail prepaid calling services using VoIP.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		0.001	3,000	100

(If more, attach list)

9. Paid-in Capital: \$ 1.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 0
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ \$94,500,000.00
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ \$5,000.00

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? NO
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated January 9 2008
(Month/Day) (Year)
Mark S. Flynn
(Any Authorized Officer's Signature)
Mark S. Flynn, Secretary
(Print Name and Title)

iBasis Retail, Inc.
(Exact Name of Corporation)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 15, 2008

6592-180-4

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE IBASIS

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form BCA-4.15/4.20

(Rev. Jan. 2003)

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-9520
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order, payable to
Secretary of State.

Application to Adopt,
Change or Cancel an
Assumed Corporate Name

FILED

FEB 15 2008

JESSE WHITE
SECRETARY OF STATE

File #: 65921804

DO NOT SEND CASH

This space for use by
Secretary of State.

Date:

Filing Fee: \$ 60.00
(See Note Below)

Approved: BE

1. Corporate Name: IBASIS RETAIL, INC.
2. State or Country of Incorporation: DELAWARE
3. Date Incorporated (if an Illinois corporation) or Date Authorized to Transact Business in Illinois (if a foreign corporation):
Month & Day 2-15 Year 08

Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.

4. Corporation intends to adopt and to transact business under the assumed corporate name of:
IBASIS
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 2-1, 2010, the first day of the corporation's anniversary month in the next year evenly divisible by five.

Complete No. 6 if changing or cancelling an assumed corporate name.

6. Corporation intends to cease transacting business under the assumed corporate name of:
7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated Jan. 9, 2008 IBASIS RETAIL, INC.
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

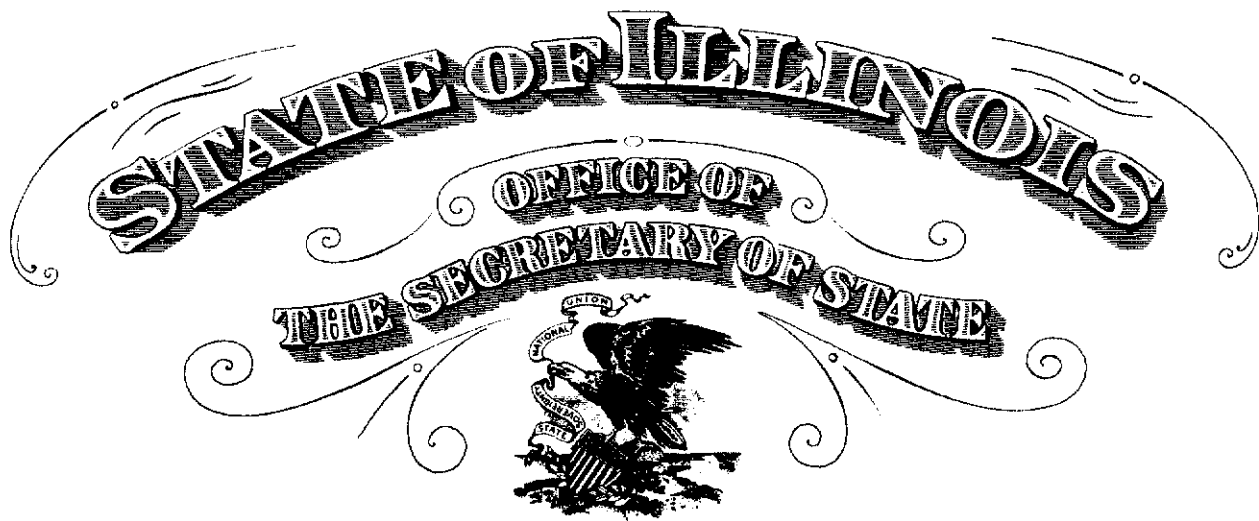
MARK S. FLYNN, SECRETARY

Name and Title (type or print)

NOTE: The filing fee to adopt an assumed corporate name is \$150 if the current year ends with a 0 or 5; \$120 if the current year ends with a 1 or 6; \$90 if the current year ends with a 2 or 7; \$60 if the current year ends with a 3 or 8; or \$30 if the current year ends with a 4 or 9.

The fee for cancelling an assumed corporate name is \$5.

The fee to change an assumed name is \$25.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

IBASIS RETAIL, INC., INCORPORATED IN DELAWARE AND LICENSED TO TRANSACT BUSINESS IN THIS STATE ON FEBRUARY 15, 2008, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 18TH day of MARCH A.D. 2008 .

Jesse White

Authentication #: 0807801778

Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE